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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 21842-17 FILED

DEC 27 '05

11-40 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

December 27, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement, dated as of August 1, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railcar Lease Agreement previously filed with the Board under Recordation Number 21842.

The names and addresses of the parties to the enclosed document are:

Lessor:	GE Railcar Services (f/k/a GE Railcar Services, Inc.) 421 - 7th Avenue S.W., Suite 2401 Calgary, Alberta Canada T2P 4K0
Lessee:	NOVA Chemicals Corporation (f/k/a NOVA Chemicals Ltd) 645 - 7th Avenue S.W., 23rd Floor Calgary Alberta Canada T2P 4G8

Mr. Vernon A. Williams
December 27, 2005
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A description of the railroad equipment covered by the enclosed document is:

4 railcars ADDED: NCIX 7096 - NCIX 7099;
4 railcars RELEASED: NCLX 11, NCLX 59, NCLX 136 and NCLX 236.

A short summary of the document to appear in the index is:

Memorandum of Lease Supplement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

DEC 27 '05

11-40 AM

MEMORANDUM OF LEASE SUPPLEMENT

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement made and entered into as of August 1, 2005, by and between GE Railcar Services, as Lessor ("*Lessor*") and NOVA Chemicals Corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. Lessee's predecessor, NOVA Chemicals Ltd. and Lessor's predecessor, GE Capital Railcar Services Canada Company have entered into that certain Railcar Lease Agreement dated as of December 8, 1998, as amended by that certain Supplemental Lease Agreement Supplement dated as of August 1, 2005 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. Memoranda of said Lease Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code. The Lease Agreement was filed on December 8, 1998 and received recordation number 21842.

3. The undersigned have entered into a supplemental agreement whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Schedule A attached hereto and whereby the terms and provisions of the above-described Lease Agreement have been terminated in respect of the railroad equipment bearing reporting marks as listed on Schedule B.

[THE REMAINDER OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK]


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

GE RAILCAR SERVICES, as Lessor

By: _____

Name: _____

Title: _____


J.G. FERGUSON
VP Finance

Effective as of August 1, 2005.

NOVA CHEMICALS CORPORATION, as Lessee

By: _____

Name: _____

Title: _____

Effective as of August 1, 2005.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

GE RAILCAR SERVICES, as Lessor

By: _____

Name:

Title:

Effective as of August 1, 2005.

NOVA CHEMICALS CORPORATION, as Lessee

By: _____

John P. Sereda
Vice President, Finance & Treasurer

RONALD E.J. KEMLE
ASSISTANT SECRETARY

Effective as of August 1, 2005.

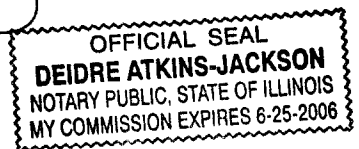
STATE OF ILLINOIS :)
PROVINCE OF ILLINOIS)

CITY OF Chicago)

ss.

On this 20th day of July, 2005, before me appeared James G. Ferguson, to me personally known, who, being duly sworn did say that he/she is the Vice President of GE RAILCAR SERVICES, and that said instrument was signed on behalf said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

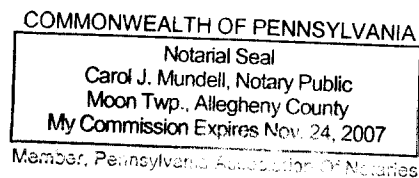

NOTARY PUBLIC



STATE OF Pennsylvania :)
CITY OF Moon Township) ss.

On this 26th day of August, 2005, before me appeared John P. Sereda, to me personally known, who, being duly sworn did say that he/she is the Vice President of NOVA CHEMICALS CORPORATION, and that said instrument was signed on behalf said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Carol J. Mundell
NOTARY PUBLIC



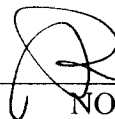
PROVINCE

STATE OF ALBERTA :)

CITY OF CALGARY)

SS.

On this 22nd day of August, 2005, before me appeared RONALD E.T. KEMLE to me personally known, who, being duly sworn did say that he/she is the ASSISTANT SEC. of NOVA CHEMICALS CORPORATION, and that said instrument was signed on behalf said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



NOTARY PUBLIC

ANDREA H. BOSSE
Barrister & Solicitor

SCHEDULE A

Railcars to be **ADDED** to Recordation No. 21842

NCIX 7096
NCIX 7097
NCIX 7098
NCIX 7099

SCHEDULE B

Railcars to be **RELEASED** from Recordation No. 21842

NCLX 11
NCLX 59
NCLX 136
NCLX 236